

In Attendance:

Directors:

Glenda Gies (Chair)
Joyce Barretto (items 3.3 to 12)
David Brezer (items 5 to 12)
Ken Kawall
Nidhi Tandon
Tom Wright

Guests:

Wendy Ren, MOECC

Staff:

Frank Denton, CEO
Patrick Moran, Registrar
Wilson Lee, Director of Communications and Stakeholder Relations
Geoff Rathbone, Director of Transition
John Pinard, Director of I&IT
Sarrah Young, Board Secretariat

1. CALL TO ORDER

With a quorum present, the meeting was called to order at 9:01 a.m.

1.1. Adoption of the Agenda

Motion: To adopt the agenda as presented.

The motion was duly moved and seconded. Carried

1.2. Declaration of Real, Potential or Apparent Conflict of Interest

None were declared.

1.3. Correspondence

There was a discussion regarding the correspondence.

Motion: To receive the correspondence items for information.

The motion was duly moved and seconded. Carried

2. APPROVAL OF MINUTES

2.1. Minutes of the August 22, 2017 Board Meeting.

No errors or omissions were identified.

Motion: To approve the minutes of August 22, 2017 as presented.

The motion was duly moved and seconded. Carried

3. BOARD COMMITTEE REPORTS

3.1 FINANCE COMMITTEE

3.1.1 2018 Draft Budget & 2019 – 2020 Forecast

The CEO spoke to the report provided regarding the draft budget and forecast. He also spoke to the consulting contract extension approval previously reported at the Finance Committee meeting held on September 12, 2017. Due to the absence of the Director of Finance and Administration, the Director of Transition provided additional information concerning the proposed draft budget.

Motion: Whereas a Draft 2018 to 2020 Business Plan was approved by the Board on August 22, 2017 for submission to the MOECC for review and comment; and,

Whereas the assumptions for resources and various activities reflected in the Draft 2018 to 2020 Business Plan have been reviewed and revised; and,

Whereas the allocation of expenses to RRCEA and WDTA has been revised to align with the assumptions utilized in the Draft 2018 to 2020 Business Plan;

BE IT THEREFORE RESOLVED that the Board approves the revised 2018 Budget and 2019 to 2020 Forecast.

The motion was duly moved and seconded. Carried

3.2 HUMAN RELATIONS AND NOMINATIONS COMMITTEE

The Chair gave an update on the status of recruitment for the remaining open positions as elected members of the Board Directors.

3.3 REGISTRY AD HOC COMMITTEE

The CEO updated the Board on negotiations with the vendor. The Board discussed the impact to the Registry build timeline arising from the extended period of negotiations. It was noted that the timeline agreed with the vendor to deliver the Registry aligns with the Ministry's anticipated timeline for the Used Tires regulation.

Motion: Whereas the Board authorized staff to engage in discussions with PriceWaterhouseCoopers LLP with the objective of negotiating a mutually satisfactory Master Services Agreement to develop the Registry system; and,

Whereas discussions with PriceWaterhouseCoopers LLP have resulted in a substantially complete Master Services Agreement and Statement of Work 001,

BE IT THEREFORE RESOLVED that the proposed Master Services Agreement and Statement of Work 001 is approved and the CEO is authorized to execute the Master Services Agreement.

The motion was duly moved and seconded. Carried

4. 2018 – 2020 BUSINESS PLAN

The CEO spoke to the revisions to the 2018 Business Plan and stated that comments from the Ministry had been incorporated into the final draft. The Director of Communications and Stakeholder Relations spoke to a few points in the plan. The Board proposed some minor revisions.

Motion: Whereas RPRA is obligated under the Acts to provide a Business Plan for the next three fiscal years that identifies a coordinated set of activities to achieve the strategic objectives; and,

Whereas s. 9.1(b) Transitional Operating Agreement states that the Authority “in accordance with subsection 33(1) of the RRCEA, adopt and submit to the Minister a business plan for the implementation of its objects during that fiscal year at least 90 days before the beginning of the Fiscal Year”; and,

Whereas the 2018 Business Plan needs to be submitted to the Minister by October 2, 2017;

BE IT THEREFORE RESOLVED that, subject to the revisions requested by the Board, the 2018 Business Plan is approved for submission to the Minister of the Environment and Climate Change.

The motion was duly moved and seconded. Carried

5. RISK MANAGEMENT REPORT

The CEO spoke to the report provided and indicated that, once approved, a series of Board and staff workshops would be planned in order to operationalize the risk management strategy. It was also noted that the workshops would be scheduled to allow for the five additional Board directors to be elected prior to November 30 to participate.

Motion: Whereas Section 3 , Schedule D of the Transitional Operating Agreement states that:

“The Authority will conduct a risk assessment and develop a risk management plan that will:

- a) state the Authority’s major activities and objectives;**
- b) identify and assess risks to the achievement of stated major activities;**
- c) identify a risk mitigation strategy;**
- d) establish and maintain a system of internal controls to minimize risk; and,**
- e) document policies and procedures to manage risk**

A summary of the risk management plan shall be provided to the Ministry annually for review”;

BE IT THEREFORE RESOLVED that, subject to the revisions requested by the Board, the Risk Management Plan is approved and staff is directed to provide a summary of the Risk Management Plan to the Ministry of the Environment and Climate Change.

The motion was duly moved and seconded. Carried

6. AMENDED BLUE BOX PROGRAM PLAN

6.1 Stakeholder Engagement and Communications Plan

The CEO gave a report on the Stakeholder Engagement and Communications Plan (SECP), stating that Stewardship Ontario and the Authority have been collaborating on the Plan as directed by the Minister. During the discussion, it was suggested that, when the SECP is posted, information be provided providing the context for and a summary of the SECP.

Motion: Whereas the Authority has been directed by the Minister of the Environment and Climate Change to jointly develop an amended Blue Box Program Plan proposal with Stewardship Ontario for submission to the Minister, if approved by the Authority, by February 15, 2018; and,

Whereas the Minister directed the a-BBPP proposal be developed collaboratively through consultation with stakeholders and Indigenous Peoples; and,

Whereas the Authority and Stewardship Ontario have developed a Stakeholder Engagement and Communications Plan;

BE IT THEREFORE RESOLVED that, subject to the revisions requested by the Board, the Stakeholder Engagement and Communications Plan is approved.

The motion was duly moved and seconded. Carried

7. COMMUNICATIONS

7.1 Communications Protocol

The Director of Communications and Stakeholder Relations spoke to the report. There was a discussion regarding the policies presented.

Motion: Whereas the Authority is committed to communicating effectively with stakeholders and the public;

BE IT THEREFORE RESOLVED that the communications policies for Media Relations, Stakeholder Queries and Announcements and News Releases be approved.

The motion was duly moved and seconded. Carried

7.2 French Language Services Plan

The Director of Communications and Stakeholder Relations reported that the French Language Service Plan had been provided to the Ministry for comments. The Board discussed the plan, questioned aspects of the approach and proposed a number of revisions. The Board asked that the comments provided by the Ministry be provided to the Board when a revised plan is presented.

8. REGISTRAR REPORT

8.1 The Registrar provided an update regarding activities to establish the administrative systems to support compliance and stated that a draft risk-based compliance policy would be presented at the next Board meeting.

8.2 The Registrar spoke about the Authority's existing Code of Conduct and the requirement to establish a Code of Conduct for compliance personnel, and suggested that the existing Code of Conduct be updated to cover the Board and all staff including compliance personnel. The Chair noted that revisions to the Code of Conduct should be considered by the Governance Committee prior to being presented to the Board.

8.3 The Registrar spoke to the draft Access and Privacy Code provided and answered questions of clarification. The Board made a number of suggestions for additions to the draft Code before submission it to the Ministry for review.

Motion: Whereas RPRA is obligated under the Transitional Operating Agreement to develop and implement an Access and Privacy Code; and,

Whereas s. 11.2 of the Transitional Operating Agreement states that "the Authority will provide a copy to the Minister for review and comment at least four weeks prior to final approval by the Board";

BE IT THEREFORE RESOLVED that the Draft Access and Privacy Code is approved, subject to the revisions requested by the Board, for submission to the Minister of the Environment and Climate Change for review and comment.

The motion was duly moved and seconded. Carried

9. CEO REPORT

The CEO spoke about recent activities and the evolution of the organization. He made a number of suggestions regarding content and format of reports to support the Board in making future strategic decisions.

10. OTHER BUSINESS

None.

11. IN-CAMERA DISCUSSION

Motion: To move In Camera.

The motion was duly moved and seconded. Carried

Motion: To move out of In Camera.

The motion was duly moved and seconded. Carried

12. ADJOURNMENT

The meeting was adjourned at 1:35 p.m.

Glenda Gies

Handwritten signature of Glenda Gies in cursive script.

Chair

Joyce Barretto

Handwritten signature of Joyce Barretto in cursive script.

Secretary